

P97000019018

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

SUBJECT: INTACT PATHWAYS, INC.

200002095182--6  
-02/24/97--01030--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy

ADDITIONAL COPY REQUIRED

FROM: INTACT PATHWAYS, INC.

1005 MEADOWCREST DRIVE

VALRICO, FL 33594

(813) 684-7797

FILED  
97 FEB 24 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

3-1-97

Dmc  
2-27-97

ARTICLES OF INCORPORATION  
OF  
INTACT PATHWAYS, INC.

FILED

97 FEB 24 PM 2:57

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

EFFECTIVE DATE

NAME

3-1-97

The name of this corporation is Intact Pathways, Inc.

ARTICLE II

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock and shall be paid for in lawful money of the United States or in property, labor or services or goodwill at just and fair value as shall be determined by the stockholder(s) of this corporation.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall become effective on March 1, 1997 and shall exist perpetually unless earlier dissolved in accordance with or by operation of law.

ARTICLE V

ADDRESS

The mailing address of the initial principal office of this corporation in the State of Florida is : 1005 Meadowcrest Drive, Valrico, Fl. 33594.

ARTICLE VI

DIRECTORS

This corporation shall be governed by a Board of Directors of TWO members. The number of Directors may be increased from time to time, by by-laws adopted by the stockholder(s), but shall never be less than one. The name(s) and address(es) of the Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Susan E. Carasea	1005 Meadowcrest Dr. Valrico, Florida 33594
Kevin P. Carasea	1005 Meadowcrest Dr. Valrico, Florida 33594

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Susan E. Carasea	1005 Meadowcrest Dr. Valrico, Florida 33594

ARTICLE VIII

REGISTERED AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at that office is: SUSAN E. CARASEA, 1005 MEADOWCREST DR., VALRICO, FLORIDA 33594.

## ARTICLE IX

### PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE X

### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholder(s), and approved at a Stockholders meeting, by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholder(s) sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

The undersigned executes these Articles of Incorporation  
this 10<sup>th</sup> day of February, 1997 .

Susan E. Carasea  
Susan E. Carasea  
Incorporator

CERTIFICATE DESIGNATING  
REGISTERED AGENT  
OF  
INTACT PATHWAYS, INC.

**FILED**  
97 FEB 24 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607.0501, Florida Statutes, Intact Pathways, Inc., desiring to organize under the laws of the State of Florida and to locate its principal place of business in Valrico, Florida, at the address indicated in the Articles of Incorporation, filed with the Secretary of State coincidentally with this certificate, has named Susan E. Carasea of 1005 Meadowcrest Drive, Valrico, Florida 33594, as its registered agent to accept service of process within this state.

A C K N O W L E D G M E N T

Having been named registered agent and to accept service of process for the above named corporation as designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Susan E. Carasea